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SEC 1972 **Pot** (6-02) **req**



respond to the collection of information contained in this form are not e form displays a currently valid OMB control number.

03038875

http://www.sec.gov/divisions/corpfin/forms/formd.htm

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

SEC USE ONLY									
Prefix Serial									
DATE RECEIVED									

11/20/2003

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)
Filing Under (Check box(es) that apply): THOMSON FINANCIAL apply):
Type of Filing: [] New Filing [] Amendment
A. BASIC IDENTIFICATION DATA
Enter the information requested about the issuer
Name of Issuer ([] check if this is an amendment and name has changed, and indiciate change.) Rosetta Holdings, LLC
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 901 N. Nolson St. #1614 Avlington, VA 2233 703.528.1397
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Cod (if different from Executive Offices)
3rief Description of Business Intellectual Property Holding Company
Type of Business Organization
[] corporation [] timited partnership, already formed [] other (please specify):
[] business trust [] limited partnership, to be formed

COM D ,	rage 2 of 9
Mo	nth Year
Actual or Estimated Date of Incorporation or Organization: $[\tilde{\mathfrak{f}}]$	[] [O]&] [YActual [] Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U. CN for Canada: FN for	S. Postal Service abbreviation for State: other foreign jurisdiction) [3] [4]
GENERAL INSTRUCTIONS	
Federal:	
Who Must File: All issuers making an offering of securities in relia 230.501 et seq. or 15 U.S.C. 77d(6).	ance on an exemption under Regulation D or Section 4(6), 17 CFR
the U.S. Securities and Exchange Commission (SEC) on the ear	ne first sale of securities in the offering. A notice is deemed filed with lier of the date it is received by the SEC at the address given below the date it was mailed by United States registered or certified mail
Where to File: U.S. Securities and Exchange Commission, 450 F	fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with manually signed must be photocopies of manually signed copy o	the SEC, one of which must be manually signed. Any copies not r bear typed or printed signatures.
Information Required: A new filing must contain all information reoffering, any changes thereto, the information requested in Part C supplied in Parts A and B. Part E and the Appendix need not be	
Filing Fee: There is no federal filing fee.	
State:	
that have adopted ULOE and that have adopted this form. Issuer Administrator in each state where sales are to be, or have been to	ted Offering Exemption (ULOE) for sales of securities in those states is relying on ULOE must file a separate notice with the Securities made. If a state requires the payment of a fee as a precondition to ompany this form. This notice shall be filed in the appropriate states tes a part of this notice and must be completed.
A. BASIC IDEN	TIFICATION DATA
2. Enter the information requested for the following:	**************************************
equity securities of the issuer;	e, or direct the vote or disposition of, 10% or more of a class of
Check Box(es) that [] Promoter [] Beneficial [Execution of the second	• • •
Full Name (Last name first, if individual) ROGER A. SCHRENK	
Business or Residence Address (Number and Street, City, State,	Zip Code)
http://www.sec.gov/divisions/corpfin/forms/formd.htm	11/20/2003

J. Nelson St, #	1614. AVI	ington, VH	77703	rage 5 01 S
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/divisions/corpfin/forms/form	nd.htm			11/20/2003
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Business or Residence Address (Number and Street, City, State, Zip Code)

Page 4 or

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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	I. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this Yes No []												
	Answer also in Appendix, Column 2, if filing under ULOE.												
2. Wh	2. What is the minimum investment that will be accepted from any individual?\$5005												
3. Doe	es the of	ffering p	ermit joi	nt owne	rship of a	a single ı	unit?		•••••	•••••	Ye 「⊶	es No	
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Type of offering	Type of Security Dollar Amount Sold
Rule 505	\$ \$
Regulation A	
Rule 504	
Total	Φ
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating slely to organization expenses of the issuer. The information may be even as subject to future contingencies. If the amount of an expenditure not known, furnish an estimate and check the box to the left of the stimate.	9
Transfer Agent's Fees	[]\$0.00
Printing and Engraving Costs	
Legal Fees	
Accounting Fees	
Engineering Fees	
Sales Commissions (specify finders' fees separately)	
Other Expenses (identify) TRAVEL	[]\$5.000.00
Total	
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fference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceeds to the issue oposed to be used for each of the purposes shown. If the amount for a urpose is not known, furnish an estimate and check the box to the left ostimate. The total of the payments listed must equal the adjusted gross	er used or any of the proceeds Payments to Officers, Payments Directors, & To Affiliates Others
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Total Payments Listed (column totals added)

Page o or s

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)

Rose Ha Holdings, LLC

Name of Signer (Print or Type)

Signature

Gonc. Fulty

B
Title of Signer (Print or Type)

FINANCE MANAGER

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Signature
Rose Ha Holdings, LLC
Signature
Fills 20-Nov-2002

Title (Print or Type)

Ton C. Fult

Finance Manager

Instruction:

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Page 8 of 5

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

					AP	PENDIX			
1	Intend to non-accordinvestors (Part B-I	redited in State	3 Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of nount pu (Part	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No	Common	Number of Accredited Investors	Number of Number of Accredited Non-Accredited				No
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http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002